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24
25 UNITED STATES DISTRICT COURT
26
27 CENTRAL DISTRICT OF CALIFORNIA

28 RICHARD WOOL and ALAN
1 MAYER, on behalf of the Sitrick and
2 Company Employee Stock Ownership
3 Plan,

4 Plaintiffs,

5 v.

6 MICHAEL S. SITRICK and NANCY
7 SITRICK, husband and wife; THE
8 MICHAEL AND NANCY SITRICK
9 TRUST, a trust; RELIANCE TRUST
10 COMPANY, a Georgia corporation,

11 Defendants.

12 SITRICK AND COMPANY, INC., a
13 California corporation; SITRICK AND
14 COMPANY EMPLOYEE STOCK
15 OWNERSHIP PLAN,

16 Nominal Defendants.

17 Case No. CV10-02741 JHN (PJWx)

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28 **SITRICK DEFENDANTS' REQUEST
FOR JUDICIAL NOTICE IN
SUPPORT OF SITRICK
DEFENDANTS' MOTION TO
DISMISS THE FIRST AMENDED
COMPLAINT**

Date: August 2, 2010
Time: 2:00 p.m.
Ctrm: 790
Judge: Hon. Jacqueline H. Nguyen

1 Pursuant to Federal Rule of Evidence 201(b)(2), Defendants Michael S.
 2 Sitrick, Nancy Sitrick, and the Michael and Nancy Sitrick Trust (“Sitrick
 3 Defendants”), in conjunction with the concurrently filed Sitrick Defendants’
 4 Motion to Dismiss the First Amended Complaint (“FAC”), request that the Court
 5 take judicial notice of the following documents:

6 1. The Resources Connection, Inc. Form 8-K Report filed with the
 7 Securities and Exchange Commission (“SEC”) and signed and dated
 8 October 29, 2009 (“Resources Form 8-K”), accessible from the
 9 SEC’s online “EDGAR” database available at www.sec.gov; and
 10 2. The December 23, 2008 Redemption Agreement referred to in the
 11 First Amended Complaint (“FAC”) as the “Stock Repurchase
 12 Transaction.”

13 The above documents are attached as Exhibits A and B, respectively, to
 14 the Declaration of James J. Brosnahan in Support of Sitrick Defendants’ Request
 15 for Judicial Notice in Support of Sitrick Defendants’ Motion to Dismiss the First
 16 Amended Complaint (“Brosnahan Declaration”) filed concurrently herewith.

17 **I. THE COURT SHOULD TAKE JUDICIAL NOTICE OF THE
 18 REOURCES FORM 8-K BECAUSE IT WAS PUBLICALLY FILED
 19 WITH THE SEC.**

20 The Court may take judicial notice of documents filed with the SEC. *In re*
 21 *Copper Mountain Sec. Litig.*, 311 F. Supp. 2d 857, 863-64 (N.D. Cal. 2004)
 22 (taking judicial notice of SEC filings); *Allison v. Brooktree Corp.*, 999 F. Supp.
 23 1342, 1352 n.3 (S.D. Cal. 1998) (taking judicial notice of documents required by
 24 law to be filed with the SEC). There can be no reasonable dispute that the
 25 Resources Form 8-K attached to the Brosnahan Declaration is the Form 8-K that
 26 Resources filed with the SEC on October 29, 2009, as required by law. The
 27 Resources Form 8-K, therefore, qualifies for judicial notice under Federal Rule
 28 of Evidence 201(b) because it is “capable of accurate and ready determination by

1 resort to sources whose accuracy cannot reasonably be questioned.” Fed. R.
 2 Evid. 201(b)(2).

3 **II. THE COURT SHOULD TAKE JUDICIAL NOTICE OF THE
 4 RESOURCES FORM 8-K AND THE REDEMPTION AGREEMENT
 5 BECAUSE BOTH ARE THE SUBJECT OF ALLEGATIONS IN THE
 6 FAC.**

7 The Court can take judicial notice of documents quoted in the FAC,
 8 incorporated by reference into the FAC, or that form the basis of Plaintiffs'
 9 allegations. *See Branch v. Tunnell*, 14 F.3d 449, 453-54 (9th Cir. 1994),
 10 *overruled on other grounds by Galbraith v. County of Santa Clara*, 307 F. 3d
 11 1119 (9th Cir. 2002). The FAC repeatedly refers to, purports to summarize, and
 12 bases a significant portion of its claims against the Sitrick Defendants on the
 13 Redemption Agreement. (See, e.g., FAC ¶¶ 44-47, 70, 76, 78, 86-87.) Plaintiffs
 14 also identify and summarize the contents of the Resources Form 8-K as the basis
 15 of their allegations in the FAC. (See, e.g., FAC ¶ 62 (“In the Resources
 16 acquisition reported in October 2009...”).) In addition, two of the agreements
 17 that form the basis of Plaintiffs' allegations in the FAC are included in their
 18 entirety in the Resources Form 8-K: the purchase agreement between Resources
 19 and Sitrick And Company and the separate agreement under which Michael
 20 Sitrick was to receive 89.5% of the purchase price from Resources in exchange
 21 for exclusive rights to his personal goodwill. (FAC ¶¶ 58-62.) Accordingly,
 22 both documents are the proper subject of judicial notice.

1 **III. CONCLUSION**

2 For the foregoing reasons, the Sitrick Defendants respectfully request that
3 the Court take judicial notice of the Resources Form 8-K and the Redemption
4 Agreement.

5 Dated: June 21, 2010

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